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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Case No. 19-30088 (DM)  
Chapter 11  
(Lead Case) (Jointly Administered)

**DECLARATION OF JESSICA LIOU IN  
SUPPORT OF *EX PARTE* APPLICATION FOR  
ORDER, PURSUANT TO L.B.R. 9013-1(c),  
AUTHORIZING OVERSIZE BRIEFING FOR  
REPLY IN SUPPORT OF CORRECTED  
MOTION OF DEBTORS PURSUANT TO 11  
U.S.C. §§ 105(a), 363, AND 503(c) FOR ENTRY  
OF AN ORDER APPROVING (I) SHORT-  
TERM INCENTIVE PLAN AND  
(II) GRANTING RELATED RELIEF**

Related Document: Dkt. 806

[No hearing requested]

1 I, Jessica Liou, pursuant to section 1746 of title 28 of the United States Code, hereby declare  
2 under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information and belief:

4 1. I am a partner at the law firm of Weil, Gotshal & Manges LLP, proposed counsel to  
5 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as  
6 debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned  
7 chapter 11 cases (the “**Chapter 11 Cases**”). I submit this declaration in support of the Debtors’ *Ex*  
8 *Parte* Application (the “**Application**”), pursuant to Rule 9013-1(c) of the Bankruptcy Local Rules  
9 for the United States District Court for the Northern District of California (the “**Bankruptcy Local**  
10 **Rules**”), for an order authorizing the Debtors to file an oversize reply memorandum of points and  
11 authorities (the “**Reply**”) in support of the *Corrected Motion of Debtors Pursuant to 11 U.S.C. §§*  
12 *105(a), 363, and 503(c) for Entry of an Order Approving (I) Short-Term Incentive Plan and (II)*  
13 *Granting Related Relief* (the “**2019 STIP Motion**”) [Dkt. 806], which Reply is filed  
14 contemporaneously herewith.

15 2. The 2019 STIP Motion seeks an order approving the Debtors’ 2019 short-term  
16 incentive plan and authorizing its implementation, as further described therein.

17 3. The Debtors received a limited objection to the 2019 STIP Motion from the  
18 Official Committee of Unsecured Creditors (the “**Creditors Committee**”), as well as six other  
19 objections to the 2019 STIP Motion from the Official Committee of Tort Claimants (the “**Tort**  
20 **Claimants Committee**”), the United States Trustee (the “**U.S. Trustee**”), the City and County of San  
21 Francisco, the Singleton Law Firm Fire Victim Claimants the Plaintiffs’ Executive Committee, and  
22 the Herndon Litigation Plaintiffs (collectively, the “**Objectors**”).<sup>1</sup>

23 4. In particular, the opposition memorandum filed by the Tort Claimants  
24 Committee, not only is the second opposition to the same motion filed by the same party, but also is  
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27 <sup>1</sup> A letter was also filed in response to the 2019 STIP Motion by James M. Eaneman, Sr. No e-mail  
28 address or phone number for Mr. Eaneman was provided in the letter.

1 30 pages long [Dkt. 1109]. The Tort Claimants Committee also filed two declarations in support of  
2 its opposition [Dkts. 1112 and 1113], one of which attached over 1,700 pages of exhibits.

3           5.       The Debtors have tried to limit the length of the Reply, but to adequately  
4 address the number of responses filed to the 2019 STIP Motion, including the Tort Claimants  
5 Committee's opposition and voluminous exhibits to its supporting declarations, the Debtors believe it  
6 is appropriate to request authority to exceed the 15 pages allowed under Bankruptcy Local Rule  
7 9013-1(c).

8           6.       On the date of this Declaration, I sent an e-mail to counsel to each of the  
9 Objectors, as well as counsel to the Creditors Committee, informing each party that the Debtors  
10 intended to seek authority to file an oversize reply brief in further support of the 2019 STIP Motion  
11 that would not exceed 30 pages. The U.S. Trustee responded that the U.S. Trustee took no position as  
12 to the request, and counsel to each of the other Objectors and the Creditors Committee responded that  
13 they had no objection to the request.

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1 I declare under penalty of perjury that, to the best of my knowledge and after reasonable  
2 inquiry, the foregoing is true and correct and that this declaration was executed at New York, New  
3 York, on April 3, 2019.

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5 /s/ Jessica Liou

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